

Fill in this information to identify the case:

Debtor Names PG&E Corporation and Pacific Gas and Electric Company

United States Bankruptcy Court for the : Northern District of California San Francisco Division
(State)

Case number: 19-30088 (DM)

Official Form 426**Periodic Report Regarding Value, Operations, and Profitability of Entities in Which the Debtor's Estate Holds a Substantial or Controlling Interest**

12/17

This is the *Periodic Report* as of September 30, 2019 on the value, operations, and profitability of those entities in which PG&E Corporation and Pacific Gas and Electricity (collectively, the "Debtors") individually or collectively hold, a substantial or controlling interest (a "Controlled Non-Debtor Entity"), as required by Bankruptcy Rule 2015.3. For purposes of this form, "Debtor" shall include the estate of such Debtor. The Debtors hold a substantial or controlling interest in the following entities:

Name of Controlled Non-Debtor Entity	Interest of the Debtor	Tab #
See Exhibit A-4		

This *Periodic Report* contains separate reports (*Entity Reports*) on the value, operations, and profitability of each Controlled Non-Debtor Entity.

Each *Entity Report* consists of five exhibits.

Exhibit A contains the most recently available: balance sheet, statement of income (*loss*), statement of cash flows, and a statement of changes in shareholders' or partners' equity (*deficit*) for the period covered by the *Entity Report*, along with summarized footnotes.

Exhibit B describes the Controlled Non-Debtor Entity's business operations.

Exhibit C describes claims between the Controlled Non-Debtor Entity and any other Controlled Non-Debtor Entity.

Exhibit D describes how federal, state or local taxes, and any tax attributes, refunds, or other benefits, have been allocated between or among the Controlled Non-Debtor Entity and any Debtor or any other Controlled Non-Debtor Entity and includes a copy of each tax sharing or tax allocation agreement to which the Controlled Non-Debtor Entity is a party with any other Controlled Non-Debtor Entity.

Exhibit E describes any payment, by the Controlled Non-Debtor Entity, of any claims, administrative expenses or professional fees that have been or could be asserted against any Debtor, or the incurrence of any obligation to make such payments, together with the reason for the entity's payment thereof or incurrence of any obligation with respect thereto.

This *Periodic Report* must be signed by a representative of the trustee or debtor in possession.

The undersigned, having reviewed the Entity Reports for each Controlled Non-Debtor Entity, and being familiar with the Debtor's financial affairs, verifies under the penalty of perjury that to the best of his or her knowledge, (i) this Periodic Report and the attached Entity Reports are complete, accurate, and truthful to the best of his or her knowledge, and (ii) the Debtor did not cause the creation of any entity with actual deliberate intent to evade the requirements of Bankruptcy Rule 2015.3

For non-individual
Debtors:

x 

Signature of Authorized Individual

David S. Thomason, Vice President, Controller,
PG&E Corporation
Vice President, Chief Financial Officer and
Controller, Pacific Gas and Electric Company

Printed name of Authorized Individual

Date 11/5/2019

MM / DD / YYYY

For individual
Debtors:

x _____

Signature of Authorized Individual

Printed name of Authorized Individual

Date _____

MM / DD / YYYY

x _____

Signature of Authorized Individual

Printed name of Authorized Individual

Date _____

MM / DD / YYYY

Exhibit A: Financial Statements

General

On January 29, 2019, PG&E Corporation (the “Corporation”) and its subsidiary, Pacific Gas and Electric Company (the “Utility”) (together with the Corporation, the “Debtors”), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the U.S. Bankruptcy Court for the Northern District of California (the “Bankruptcy Court”). The Corporation’s and the Utility’s Chapter 11 cases are being jointly administered under the caption In re: PG&E Corporation and Pacific Gas and Electric Company, Case No. 19-30088 (DM) (the “Chapter 11 Cases”). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in either of the Chapter 11 Cases.

On February 12, 2019, the United States Trustee (the “U.S. Trustee”) appointed an Official Committee of Unsecured Creditors. On February 15, 2019, the U.S. Trustee appointed an Official Committee of Tort Claimants.

Condensed Statements

The condensed financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles in the United States of America (“U.S. GAAP”) in all material respects. Information is presented on the same basis as it is aggregated into the consolidated results of the Corporation and the Utility; however, such presentation may not be appropriate for each entity on a stand-alone basis.

The unaudited condensed financial statements presented in this Periodic Report have been derived from the books and records of the Controlled Non-Debtor Entities. This information, however, has not been subject to procedures that would typically be applied to financial information presented in accordance with U.S. GAAP, and upon the application of such procedures, the Debtors and the Controlled Non-Debtor Entities believe that the financial information could be subject to changes, and these changes could be material. The information furnished in this Periodic Report primarily includes normal recurring adjustments, but does not include all of the adjustments that would typically be made in accordance with U.S. GAAP. The results of operations contained herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the results of operations of the Controlled Non-Debtor Entities in the future.

The Debtors prepare their Statements of Cash Flows and Statements of Shareholder’s Equity solely on a consolidated basis; preparation of such statements on a stand-alone basis for each of the Controlled Non-Debtor Entities would require undue hardship. Accordingly, Statements of Cash Flows and Statements of Shareholder’s Equity for the Controlled Non- Debtor Entities have been omitted.

Intercompany Transactions

Receivables and payables between the Controlled Non-Debtor Entities and the Debtors and/or among the Controlled Non-Debtor Entities have not been eliminated. No conclusion as to the legal obligation related to these intercompany transactions is made by the presentation herein.

Valuation

The valuation information provided herein is based on the book value of the Controlled Non-Debtor Entities (book value of assets less book value of liabilities). The Debtors do not maintain fair market value or other basis of valuation for these entities.

Exhibit A-1: Balance Sheet as of 09/30/19

Exhibit A-1

Unaudited Balance Sheets
as of September 30, 2019

(in ones)	PCG Capital, Inc.	Pacific Energy Capital IV, LLC	PG&E Corporation Support Services, Inc.	PG&E Corporation Support Services II, Inc.	PG&E National Energy Group, LLC
Cash and Cash Equivalents	\$ —	\$ —	\$ 47	\$ 94,810	\$ —
Accounts Receivable	—	—	1,421	649,059	—
Other Current Assets	—	—	—	39,788	—
Current Assets	—	—	1,468	783,657	—
Electric	—	—	—	—	—
Gas	—	—	—	—	—
Construction Work in progress	—	—	—	—	—
Other Plant in Service	—	—	—	532,020	—
Property, Plant and Equipment	—	—	—	532,020	—
Accumulated Depreciation	—	—	—	(532,020)	—
Net Property, Plant and Equipment	—	—	—	—	—
Other Noncurrent Assets	—	—	—	1,916,504	—
Total Assets	—	—	1,468	2,700,161	—
Accounts Payable	5,684	—	1,421	569,157	—
Income Taxes Payable	(787,788)	—	—	498,969	—
Other Current Liabilities	—	—	—	526,103	—
Current Liabilities	(782,104)	—	1,421	1,594,229	—
Long Term Debt	—	—	—	—	—
Regulatory Liabilities	—	—	—	—	—
Deferred Income Taxes	(18,699,722)	—	—	—	—
Other Noncurrent Liabilities	—	—	—	1,465,993	—
Noncurrent Liabilities	(18,699,722)	—	—	1,465,993	—
Total Liabilities	(19,481,826)	—	1,421	3,060,222	—
Common Stock	22,493,742	—	(808,315)	(1,442,139)	—
Additional Paid-in-Capital	—	—	—	—	—
Reinvested Earnings	(3,011,916)	—	808,362	1,082,078	—
Total Equity	19,481,826	—	47	(360,061)	—
Total Liabilities and Shareholders' Equity	\$ —	\$ —	\$ 1,468	\$ 2,700,161	\$ —

Exhibit A-1**Unaudited Balance Sheets
as of September 30, 2019**

(in ones)	Eureka Energy Company	Midway Power, LLC	Natural Gas Corporation of California	Alaska Gas Exploration Associates
Cash and Cash Equivalents	\$ —	\$ —	\$ —	\$ —
Accounts Receivable	329,511	2,500	—	—
Other Current Assets	—	—	—	—
Current Assets	329,511	2,500	—	—
Electric	—	—	—	—
Gas	—	—	—	—
Construction Work in progress	—	—	—	—
Other Plant in Service	—	—	—	—
Property, Plant and Equipment	—	—	—	—
Accumulated Depreciation	—	—	—	—
Net Property, Plant and Equipment	—	—	—	—
Other Noncurrent Assets	3,706,966	4,438,677	—	—
Total Assets	4,036,477	4,441,177	—	—
Accounts Payable	649,240	—	—	—
Income Taxes Payable	(77,715)	—	—	—
Other Current Liabilities	—	—	—	—
Current Liabilities	571,525	—	—	—
Long Term Debt	—	—	—	—
Regulatory Liabilities	—	—	—	—
Deferred Income Taxes	—	—	—	—
Other Noncurrent Liabilities	—	—	—	—
Noncurrent Liabilities	—	—	—	—
Total Liabilities	571,525	—	—	—
Common Stock	1,000	—	—	—
Additional Paid-in-Capital	3,727,170	26,112,410	—	—
Reinvested Earnings	(263,218)	(21,671,233)	—	—
Total Equity	3,464,952	4,441,177	—	—
Total Liabilities and Shareholders' Equity	\$ 4,036,477	\$ 4,441,177	\$ —	\$ —

Exhibit A-1

**Unaudited Balance Sheets
as of September 30, 2019**

(in ones)	Pacific Energy Fuels Company	Fuelco LLC	Standard Pacific Gas Line Incorporated	STARS Alliance LLC
Cash and Cash Equivalents	\$ —	\$ —	\$ 2,612,388	\$ —
Accounts Receivable	—	—	88,704	—
Other Current Assets	—	—	—	—
Current Assets	—	—	2,701,092	—
Electric	—	—	—	—
Gas	—	—	59,286,651	—
Construction Work in progress	—	—	2,048,021	—
Other Plant in Service	—	—	—	—
Property, Plant and Equipment	—	—	61,334,672	—
Accumulated Depreciation	—	—	(22,051,835)	—
Net Property, Plant and Equipment	—	—	39,282,837	—
Other Noncurrent Assets	(506,748)	—	—	—
Total Assets	(506,748)	—	41,983,929	—
Accounts Payable	(126,773)	—	503,302	—
Income Taxes Payable	(132,974)	—	—	—
Other Current Liabilities	—	—	—	—
Current Liabilities	(259,747)	—	503,302	—
Long Term Debt	—	—	28,373,639	—
Regulatory Liabilities	—	—	(6,155,867)	—
Deferred Income Taxes	—	—	—	—
Other Noncurrent Liabilities	—	—	—	—
Noncurrent Liabilities	—	—	22,217,772	—
Total Liabilities	(259,747)	—	22,721,074	—
Common Stock	10,000	—	1,400	—
Additional Paid-in-Capital	4,890,952	—	53,535,784	—
Reinvested Earnings	(5,147,953)	—	(34,274,329)	—
Total Equity	(247,001)	—	19,262,855	—
Total Liabilities and Shareholders' Equity	\$ (506,748)	\$ —	\$ 41,983,929	\$ —

Exhibit A-2: Statements of Income (Loss) for period ending 09/30/19**Exhibit A-2****Unaudited Statements of Income****For the nine months ended September 30, 2019**

	PCG Capital, Inc.	Pacific Energy Capital IV, LLC	PG&E Corporation Support Services, Inc.	PG&E Corporation Support Services II, Inc.	PG&E National Energy Group, LLC
Electric	\$ —	\$ —	\$ —	\$ 112,500	\$ —
Natural gas	—	—	—	—	—
Total operating revenues	—	—	—	112,500	—
Operating Expenses					
Cost of electricity	—	—	—	—	—
Cost of natural gas	—	—	—	—	—
Operating and maintenance	10,468	—	—	—	—
Depreciation, amortization, and decommissioning	—	—	—	—	—
Total operating expenses	10,468	—	—	—	—
Operating Income (Loss)	(10,468)	—	—	112,500	—
Interest income	—	—	—	—	—
Interest expense	—	—	—	—	—
Other income, net	—	—	—	—	—
Income (Loss) Before Income Taxes	(10,468)	—	—	112,500	—
Income tax provision (benefit)	—	—	—	29,169	—
Net Income (Loss)	(10,468)	—	—	83,331	—
Income (Loss) Available for Common Stock	\$ (10,468)	\$ —	\$ —	\$ 83,331	\$ —

Exhibit A-2

Unaudited Statements of Income

For the nine months ended September 30, 2019

	Eureka Energy Company	Midway Power, LLC	Natural Gas Corporation of California	Alaska Gas Exploration Associates
Electric	\$ 7,361	\$ 2,500	\$ —	\$ —
Natural gas	—	—	—	—
Total operating revenues	7,361	2,500	—	—
Operating Expenses				
Cost of electricity	—	—	—	—
Cost of natural gas	—	—	—	—
Operating and maintenance	226,338	—	—	—
Depreciation, amortization, and decommissioning	—	—	—	—
Total operating expenses	226,338	—	—	—
Operating Income (Loss)	(218,977)	2,500	—	—
Interest income	—	—	—	—
Interest expense	—	—	—	—
Other income, net	—	—	—	—
Income (Loss) Before Income Taxes	(218,977)	2,500	—	—
Income tax provision (benefit)	—	—	—	—
Net Income (Loss)	(218,977)	2,500	—	—
Income (Loss) Available for Common Stock	\$ (218,977)	\$ 2,500	\$ —	\$ —

Exhibit A-2

Unaudited Statements of Income

For the nine months ended September 30, 2019

	Pacific Energy Fuels Company	Fuelco LLC	Standard Pacific Gas Line Incorporated	STARS Alliance LLC
Electric	\$ —	\$ —	\$ —	\$ —
Natural gas	—	—	735,808	—
Total operating revenues	—	—	735,808	—
Operating Expenses				
Cost of electricity	41,417	—	—	—
Cost of natural gas	—	—	—	—
Operating and maintenance	3,843	—	1,167,350	—
Depreciation, amortization, and decommissioning	—	—	1,113,271	—
Total operating expenses	45,260	—	2,280,621	—
Operating Income (Loss)	(45,260)	—	(1,544,813)	—
Interest income	—	—	—	—
Interest expense	—	—	—	—
Other income, net	—	—	—	—
Income (Loss) Before Income Taxes	(45,260)	—	(1,544,813)	—
Income tax provision (benefit)	—	—	—	—
Net Income (Loss)	(45,260)	—	(1,544,813)	—
Income (Loss) Available for Common Stock	\$ (45,260)	\$ —	\$ (1,544,813)	\$ —

Exhibit A-3: Statement of Cash Flows for Controlled Non-Debtor Entity for period ending September 30, 2019

N/A

Exhibit A-4: Statement of Changes in Shareholders'/Partners' Equity (Deficit) for period ending 09/30/19

Exhibit A-4**Valuation Estimate****As of September 30, 2019**

Name of Entity	Interest of the Estate	Net Book Value at September 30, 2019
PCG Capital, Inc. (Formerly PG&E Ventures, Inc.)	100%	\$ 19,481,826
Pacific Energy Capital IV, LLC	100%	—
PG&E Corporation Support Services, Inc.	100%	47
PG&E Corporation Support Services II, Inc.	100%	(360,061)
PG&E National Energy Group, LLC	100%	—
Eureka Energy Company	100%	3,464,952
Midway Power, LLC	100%	4,441,177
Morro Bay Mutual Water Company	Member	N/A ⁽¹⁾
Moss Landing Mutual Water Company	Member	N/A ⁽¹⁾
Natural Gas Corporation of California	100%	—
Alaska Gas Exploration Associates	50%	—
Pacific Energy Fuels Company	100%	(247,001)
Fuelco LLC	50%	—
Standard Pacific Gas Line Incorporated	85.71%	19,262,855
STARS Alliance LLC	25%	\$ —

⁽¹⁾ Third-party members have previously declined the Debtors' request to publish financial information for this entity.

Exhibit B: Description of Operations

Description of Operations

Name of Entity	Description of Operations
PCG Capital, Inc. (Formerly PG&E Ventures, Inc.)	Formed for the purpose of holding interests in other businesses, financing and other transactions. No current investments. Rule IIB Affiliate (California Public Utilities Commission).
Pacific Energy Capital IV, LLC	Formed to establish and manage a portfolio of passive financial investments in growing energy companies. No current investments. Rule IIB Affiliate.
PG&E Corporation Support Services, Inc.	A wholly-owned subsidiary of the Corporation that provided general corporate support services to the Corporation and certain of its subsidiaries in the past, but has no current activity or employees - Rule II. B Affiliate (CPUC).
PG&E Corporation Support Services II, Inc.	A wholly-owned subsidiary of the Corporation that provides permitted shared corporate support services outside the State of California.
PG&E National Energy Group, LLC	Formed to hold equity interests in prior subsidiaries of the Corporation and has no current activity or assets (equity interest in National Energy and Gas Transmission, Inc. dissolved through bankruptcy on 10/29/04).
* Eureka Energy Company	Holds the Marre Ranch property in San Luis Obispo County.
* Midway Power, LLC	A direct subsidiary of the Utility formed to be the ownership entity for real estate and licenses for a suspended development project, pursuant to a purchase and sale agreement dated July 17, 2008.
* Morro Bay Mutual Water Company	Non-profit mutual benefit corporation. Formed to jointly hold property rights such as easements in connection with the divestiture of the Morro Bay Power Plant.
* Moss Landing Mutual Water Company	Non-profit mutual benefit corporation. Formed to jointly hold property rights such as easements in connection with the divestiture of the Moss Landing Power Plant.
* Natural Gas Corporation of California	Acts as the vehicle for the amortization of the remaining GEDA (Gas Exploration Development Account) assets.
Alaska Gas Exploration Associates	50% owned subsidiary of Natural Gas Corporation of California formed to obtain gas reserves to support the South Alaska LNG project. Currently inactive. - Rule II. B Affiliate (CPUC).
* Pacific Energy Fuels Company	A wholly-owned PG&E subsidiary created to own and finance nuclear fuel inventory previously owned by Pacific Energy Trust. Currently inactive. - Rule II. B Affiliate (CPUC).
Fuelco LLC	Joint Venture LLC formed between Union Electric Company d/b/a Ameren Missouri, and Pacific Energy Fuels Company for purposes of sharing costs and reducing fuel acquisition costs. - Rule II. B Affiliate (CPUC).
* Standard Pacific Gas Line Incorporated	Transportation of natural gas in California; Chevron Pipe Line Company owns 14.29% interest.
* STARS Alliance LLC	An alliance of the Utility, and three other nuclear plant operators. Formed to increase efficiency and reduce costs related to the operation of the members' nuclear generation facilities. Rule II.B. Affiliate (CPUC).
* Subsidiary of the Utility	

Exhibit C: Description of Intercompany Claims

The Debtors are not aware of any claims between the Controlled Non-Debtor Entities and, to the extent the Debtors become aware of any such claims, they will supplement, modify, or amend this Periodic Report as necessary as such information becomes available.

Exhibit D: Allocation of Tax Liabilities and Assets

The Debtors allocate income tax liability between themselves, pursuant to a tax sharing agreement. To the extent non-debtors are active and owned by Debtors, they are included in the Debtors' tax sharing agreement. The tax sharing agreement will be provided to the U.S. Trustee upon request.

Exhibit E: Description of Controlled Non-Debtor Entity's payments of Administrative Expenses, or Professional Fees otherwise payable by a Debtor

The Debtors are not aware of any payments (or the occurrence of any obligations to make payments) by a Controlled Non-Debtor Entity of claims, administrative expenses, or professionals fees that have been or could be asserted against either of the Debtors and, to the extent the Debtors become aware of any such payments (or the occurrence of any obligations to make payments), they will supplement, modify, or amend this Periodic Report as necessary as such information becomes available.